

# **Exhibit B**

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF NEW YORK

-----X

In re:

BSG RESOURCES LIMITED (in

administration),

Debtor in a Foreign Proceeding.

Chapter 15

Case No.: 19-11845 (SHL)

-----X

ZOOM DEPOSITION

of

PETER DRIVER

VOLUME 1

June 18, 2020

8:00 a.m., Eastern Standard Time

Job No.: 308521

Pages: 1 - 189

Reported By: Melissa Gilmore

<p style="text-align: right;">Page 114</p> <p>1 DRIVER</p> <p>2 for the whole group.</p> <p>3 The strategy, ultimately, for BSGR,</p> <p>4 is getting returns into BSGR. How do you get</p> <p>5 returns into BSGR? You meet the threshold that</p> <p>6 was negotiated with Star West.</p> <p>7 Is that okay? Is that</p> <p>8 understandable?</p> <p>9 Q. Yes, I think it was understandable.</p> <p>10 And, again, I don't want to put words in your</p> <p>11 mouth.</p> <p>12 But what I heard you to say is that</p> <p>13 it is helpful to have -- to have a director who</p> <p>14 is at the different levels of the group in</p> <p>15 order to be able to execute a strategy for the</p> <p>16 group; is that right?</p> <p>17 A. It's good to have one or two</p> <p>18 directors common, but it's also very</p> <p>19 advantageous to have an independent director</p> <p>20 and non-executive director, per se, like it's</p> <p>21 advantageous for BSGR to have Dag Cramer as a</p> <p>22 non-executive director, okay? He is a</p> <p>23 non-executive director of BSGR. But, again,</p> <p>24 oversight and advisor to Octea. And,</p> <p>25 therefore, for Octea, we have other directors</p>	<p style="text-align: right;">Page 116</p> <p>1 DRIVER</p> <p>2 that, and this is me going off my memory and</p> <p>3 not looking at the transcript, I thought it was</p> <p>4 David Clark, Malcolm Barnes, Gemma --</p> <p>5 A. Sorry. And myself. I was</p> <p>6 forgetting David Clark. I apologize. I had</p> <p>7 forgotten about David Clark. Yes. Sarah Bryce</p> <p>8 is in Real Estate. David Clark, Malcolm</p> <p>9 Barnes, Gemma and myself were Resources.</p> <p>10 Q. So that it was four, three in</p> <p>11 Resources and one at Real Estate.</p> <p>12 A. Correct.</p> <p>13 Q. Perfect. So today, how many</p> <p>14 employees --</p> <p>15 A. Today, BSG Resources has got me.</p> <p>16 THE COURT REPORTER: Mr. Driver, it</p> <p>17 would be better if you let her finish the</p> <p>18 question, please.</p> <p>19 THE WITNESS: Sorry. Sorry.</p> <p>20 Q. Thank you. And you were</p> <p>21 anticipating my question, Mr. Driver, but for</p> <p>22 Melissa, that is -- it's good to let me finish.</p> <p>23 So my question as you anticipated</p> <p>24 was, today, how many employees does BSG</p> <p>25 Resources Limited have?</p>
<p style="text-align: right;">Page 115</p> <p>1 DRIVER</p> <p>2 who are not directors of BSGR.</p> <p>3 Q. And going with the example that you</p> <p>4 spoke about, you know, having -- you know,</p> <p>5 having -- basically, having someone who is at</p> <p>6 the group level also involved at the Octea</p> <p>7 level helps ensure, like you said, that Octea</p> <p>8 is thinking about what's helpful for the group</p> <p>9 when it makes -- when it undertakes a strategy</p> <p>10 so that it's thinking about -- I think the</p> <p>11 example that you used was how to ultimately get</p> <p>12 beyond the threshold and start being able to</p> <p>13 pay off its debt to BSGR; is that right?</p> <p>14 A. It does assist in that.</p> <p>15 Q. So I think that you had mentioned</p> <p>16 before that there were four employees for BSG</p> <p>17 Resources Limited -- and that they were all in</p> <p>18 Guernsey when you first began that role.</p> <p>19 Today, how many employees does BSG</p> <p>20 Resources Limited have?</p> <p>21 A. Just to go back, can you repeat that</p> <p>22 question? Because I believe I said one of the</p> <p>23 four was employed by Real Estate and two of the</p> <p>24 others, plus me, three, were BSG Resources.</p> <p>25 Q. I could be wrong, but I thought</p>	<p style="text-align: right;">Page 117</p> <p>1 DRIVER</p> <p>2 A. One directly. BSG Resources has</p> <p>3 myself in Guernsey. Malcolm has moved to be</p> <p>4 employed directly by Octea.</p> <p>5 Q. Okay. And when did that happen?</p> <p>6 A. When Octea migrated to Guernsey,</p> <p>7 Malcolm moved across the 2nd of January 2019.</p> <p>8 Q. Okay. And Malcolm -- I'm sorry. Is</p> <p>9 Malcolm still in Guernsey?</p> <p>10 A. Yes, he is.</p> <p>11 Q. Okay. So as a director of BSGR, can</p> <p>12 you tell me, where are the BSG Resources</p> <p>13 Limited board meetings held?</p> <p>14 A. In Guernsey. The BSG Resources</p> <p>15 Limited meetings are held and hosted in</p> <p>16 Guernsey.</p> <p>17 Q. And how many times a year does the</p> <p>18 board meet?</p> <p>19 A. Before or after going into</p> <p>20 administration?</p> <p>21 Q. Thank you, again, for that</p> <p>22 clarification.</p> <p>23 I'm going to ask you for both. So</p> <p>24 before administration, how many times did they</p> <p>25 meet and then after administration, how many</p>

1  
2 UNITED STATES BANKRUPTCY COURT

3 SOUTHERN DISTRICT OF NEW YORK

4 -----X

5 In re:

6 BSG RESOURCES LIMITED (in

7 administration),

8 Debtor in a Foreign Proceeding.

9 Chapter 15

10 Case No.: 19-11845 (SHL)

-----X

11  
12 ZOOM DEPOSITION

13 of

14 PETER DRIVER

15 VOLUME 2

16  
17 June 19, 2020

18 9:09 a.m., Eastern Standard Time

19  
20  
21  
22  
23 Job No.: 308523

24 Pages: 190 - 385

25 Reported By: Melissa Gilmore

<p style="text-align: right;">Page 267</p> <p>1 DRIVER</p> <p>2 A. I do not know what he means by</p> <p>3 "doesn't have access" nor do I know what he</p> <p>4 means by "accounts of interco debtors."</p> <p>5 What does he mean by "does not have</p> <p>6 access" and what does he mean "accounts of</p> <p>7 intercompany debtors"?</p> <p>8 Q. Do you have any recollection of</p> <p>9 being asked to provide the accounts for</p> <p>10 intercompany debtors?</p> <p>11 A. What do you mean by "intercompany</p> <p>12 debtors"?</p> <p>13 Q. I presume intercompany is BSG</p> <p>14 Resources. If it was, would you have access to</p> <p>15 those accounts?</p> <p>16 A. Do you mean, do I have access to BSG</p> <p>17 Resources' financial statements?</p> <p>18 Q. Well, it says the intercompany</p> <p>19 debtor accounts.</p> <p>20 Assuming the company is BSG</p> <p>21 Resources, would you have access to those</p> <p>22 accounts?</p> <p>23 A. I have access to -- I have access to</p> <p>24 the financial statements of BSG Resources. By</p> <p>25 accounts, you mean financial statements; is</p>	<p style="text-align: right;">Page 269</p> <p>1 DRIVER</p> <p>2 Q. Generally speaking, who -- are you</p> <p>3 in contact with Mr. Steinmetz?</p> <p>4 A. No.</p> <p>5 Q. Have you met with him?</p> <p>6 A. I have introduced myself to</p> <p>7 Mr. Steinmetz. When they were in the office, I</p> <p>8 did meet with Mr. Steinmetz I think four or</p> <p>9 five times.</p> <p>10 Q. That's in your entire career with</p> <p>11 the company, you have met him four or five</p> <p>12 times?</p> <p>13 A. Yes.</p> <p>14 Q. Is it fair to say that Mr. Cramer</p> <p>15 has more frequent contact with Mr. Steinmetz</p> <p>16 than you do?</p> <p>17 A. You have to ask Mr. Cramer that</p> <p>18 question. I can't speak on behalf of</p> <p>19 Mr. Cramer.</p> <p>20 Q. To your knowledge, in conversations,</p> <p>21 interactions with Mr. Cramer, do you understand</p> <p>22 him to have met Mr. Steinmetz or spoken to</p> <p>23 Mr. Steinmetz -- met with Mr. Steinmetz more</p> <p>24 than four or five times?</p> <p>25 A. From my conversations with</p>
<p style="text-align: right;">Page 268</p> <p>1 DRIVER</p> <p>2 that correct?</p> <p>3 Q. I'm looking at the e-mail. The</p> <p>4 e-mail refers to accounts of intercompany</p> <p>5 debtors.</p> <p>6 A. I'm not a party to this e-mail, but</p> <p>7 I'm trying to determine what he's asking.</p> <p>8 He's asking for -- I don't have</p> <p>9 access? He's saying I do not have access. I</p> <p>10 don't know what basis he is saying that. He is</p> <p>11 saying I don't have access to the accounts of</p> <p>12 interco debtors.</p> <p>13 So he's saying -- are you saying</p> <p>14 that he's saying I don't have access to the</p> <p>15 financial statements of BSGR? Is that what you</p> <p>16 interpret here?</p> <p>17 Q. I'm asking you whether or not you</p> <p>18 remember being asked to provide the accounts of</p> <p>19 intercompany debtors and responding that you</p> <p>20 don't have access.</p> <p>21 Do you recall that, yes or no?</p> <p>22 A. No, I do not recall having a</p> <p>23 conversation whereby the accounts of BSGR</p> <p>24 where -- where I said I did not have the</p> <p>25 accounts of BSGR.</p>	<p style="text-align: right;">Page 270</p> <p>1 DRIVER</p> <p>2 Mr. Steinmetz -- per my conversation with</p> <p>3 Mr. Cramer, I believe Mr. Cramer has indicated</p> <p>4 to me he has more than five interactions with</p> <p>5 Mr. Steinmetz in his life.</p> <p>6 Q. And would you -- does he -- based on</p> <p>7 your discussions with Mr. Cramer, does he</p> <p>8 regularly interact with Mr. Steinmetz?</p> <p>9 A. I do not know that.</p> <p>10 Q. If you could open up envelope 77,</p> <p>11 please.</p> <p>12 A. Sure. These were in the box, Lisa.</p> <p>13 Q. They are yours to keep. A free</p> <p>14 gift.</p> <p>15 A. Thank you.</p> <p>16 They are my notes again. Exhibit</p> <p>17 number?</p> <p>18 Q. 47.</p> <p>19 A. JA?</p> <p>20 Q. JA0147075?</p> <p>21 A. 7002.</p> <p>22 Q. I have JA0147075.</p> <p>23 MR. LASTOWSKI: Lisa, this is Mike.</p> <p>24 I think you just referred to the last</p> <p>25 three digits, and mine begins with 002.</p>